

<b>No. C 119630</b>	<b>Due no later than May 31, 2004</b> <b>Annual Report Form</b>		2. Registered Agent and Office <b>NO PO BOX</b>  CT CORPORATION SYSTEM 300 N 6TH ST  BOISE, ID 83701																																				
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box, if applicable  A & W RESTAURANTS, INC. ATTN TAX DEPARTMENT PO BOX 35910  LOUISVILLE, KY 40232		3. <u>New</u> Registered Agent Signature																																				
<b>NO FILING FEE IF RECEIVED BY DUE DATE</b>																																							
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.																																							
<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 15%;">Office held</th> <th style="text-align: left; width: 25%;">Name</th> <th style="text-align: left; width: 30%;">Street or P.O. Address</th> <th style="text-align: left; width: 15%;">City</th> <th style="text-align: left; width: 10%;">State</th> <th style="text-align: left; width: 15%;">Zip</th> </tr> </thead> <tbody> <tr> <td>President</td> <td>Michael Tattersfield</td> <td>1900 Colonel Sanders Ln.</td> <td>Louisville</td> <td>Ky</td> <td>40213</td> </tr> <tr> <td>VP/Secy</td> <td>Forrest W Ragsdale III</td> <td>1441 Gardiner Lane</td> <td>Louisville</td> <td>Ky</td> <td>40213</td> </tr> <tr> <td>Treasurer</td> <td>Charles C Tulber</td> <td>1900 Colonel Sanders Ln.</td> <td>Louisville</td> <td>Ky</td> <td>40213</td> </tr> <tr> <td>Director</td> <td>Forrest W Ragsdale III</td> <td>1441 Gardiner Lane</td> <td>Louisville</td> <td>Ky</td> <td>40213</td> </tr> <tr> <td>Director</td> <td>Michael C White</td> <td>1441 Gardiner Lane</td> <td>Louisville</td> <td>Ky</td> <td>40213</td> </tr> </tbody> </table>				Office held	Name	Street or P.O. Address	City	State	Zip	President	Michael Tattersfield	1900 Colonel Sanders Ln.	Louisville	Ky	40213	VP/Secy	Forrest W Ragsdale III	1441 Gardiner Lane	Louisville	Ky	40213	Treasurer	Charles C Tulber	1900 Colonel Sanders Ln.	Louisville	Ky	40213	Director	Forrest W Ragsdale III	1441 Gardiner Lane	Louisville	Ky	40213	Director	Michael C White	1441 Gardiner Lane	Louisville	Ky	40213
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5. Organized Under the Laws of:  <div style="text-align: center;">                     MICHIGAN                      C 119630                 </div>		6. Signature <u><i>Cheryl Z Leistner</i></u> Date <u>5-17-04</u> Name (Typed or Printed) <u>Cheryl Z. Leistner</u> Title <u>Asst. Treasurer</u>																																					